

P97000082591

S

11:11 AM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000015764 8))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BEAR, INC.

AUDIT NUMBER.....H97000015764

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM

Connect: 00:10:02

FILED

97 SEP 24 AM 10:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKinnis SEP 24 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 24, 1997

EMPIRE

SUBJECT: UNITED BEAR, INC.  
REF: W97000021815

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The fax audit numbers must be consistent.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H97000015764  
Letter Number: 497A00047176

497000015764

### ARTICLES OF INCORPORATION

The undersigned subscriber(s) to these Articles of Incorporation, competent to contract, hereby associates and forms a corporation under the laws of the State of Florida.

#### ARTICLE I

The name of this corporation is: UNITED BEAR, INC. The corporate mailing address is: 10300 Southwest 34th Street, Miami, Florida 33165.

#### ARTICLE II

The general nature of the business to be transacted by this corporation is to enter into consulting or any other lawful purpose. It shall have every corporate power granted by the Florida legislature.

#### ARTICLE III

The maximum number of shares of stock with which this corporation is authorized to have outstanding at any time is fifty (50) shares at no par value.

#### ARTICLE IV

This corporation shall have perpetual existence.

LAW OFFICES  
BRIAN R. HERSH  
SUITE 602, BISCAYNE BUILDING  
19 WEST FLAGLER STREET  
MIAMI, FLORIDA 33130-4477  
FLORIDA BAR NO: 104540  
(305) 371-6294

1

497000015764

FILED  
97 SEP 24 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H97000015764

**ARTICLE V**

The street address of the initial registered office of this corporation is: 19 West Flagler Street, Suite 602, Biscayne Building, Miami, Florida 33130-4477, and the name of the initial registered agent of this corporation at that address is: BRIAN R. HERSH.

**ARTICLE VI**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name and the address of the initial director of this corporation is:

William Barrentine  
10300 Southwest 34th Street  
Miami, Florida 33165

**ARTICLE VII**

The name and address of the person signing these Articles is:

Kim Tote  
19 West Flagler Street, #602  
Miami, Florida 33130

**ARTICLE VIII**

Each shareholder shall have the preemptive right to purchase at the price at which it is offered to others, and on the same terms, his or her pro rata share of any authorized and unissued and Treasury Stock of this Corporation of the same kind, class or series as that which he or she already holds, which is offered for sale by the corporation.

LAW OFFICES  
BRIAN R. HERSH  
SUITE 602, BISCAYNE BUILDING  
19 WEST FLAGLER STREET  
MIAMI, FLORIDA 33130-4477  
FLORIDA BAR NO: 104540

H97000015764

4497000015764  
**ARTICLE IX**

This corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation or any amendments to these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation this 23rd day of September, 1997.

  
KIM TOTE, Assistant Secretary

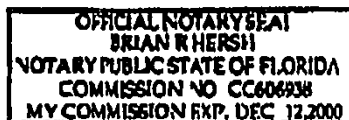
STATE OF FLORIDA       )  
                                  )SS:  
COUNTY OF DADE       )

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared KIM TOTE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of September, 1997.

  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



LAW OFFICES  
BRIAN R. HERSH  
SUITE 602, BISCAYNE BUILDING  
19 WEST FLAGLER STREET  
MIAMI, FLORIDA 33130-4477  
FLORIDA BAR NO: 104540

H19700001576A

**CERTIFICATE DESIGNATING REGISTERED PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That UNITED BEAR, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida, has named BRIAN R. HERSH, located at 19 West Flagler Street, Suite 602, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:

BRIAN R. HERSH  
(Registered Agent)

LAW OFFICES  
BRIAN R. HERSH  
SUITE 602, BISCAYNE BUILDING  
19 WEST FLAGLER STREET  
MIAMI, FLORIDA 33130-4477  
FLORIDA BAR NO: 104540

97 SEP 24 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H19700001576A